

Exhibit 2

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W. R. GRACE & CO., et al., ¹)	Case No. 01-01139 (JKF)
)	Jointly Administered
Debtors.)	

Re: 12/15/08 Agenda Item No. 3
Various Docket Numbers²

RE: 20204

**ORDER APPROVING QUARTERLY
FEE APPLICATIONS FOR THE TWENTY-NINTH PERIOD**

Upon the twenty-ninth quarterly fee applications (the "Applications")³ of the
Professionals referenced on **Exhibit A** attached hereto for the period of April 1, 2008 through
June 30, 2008, (the "Compensation Period"), pursuant to sections 105(a) and 331 of title 11 of

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

² Re: Docket Numbers: 19173, 19193, 19235, 19241, 19267, 19272, 19289, 19291, 19293, 19295, 19296, 19298, 19299, 19300, 19301, 19303, 19317, 19318, 19386, 19340, 19394, 19462, 19463, 19501, 19503, 19536, 19549, 19583, 19584, 19679, 19692, 19693, 19694, 19706, 19733, 19734, 19774, 19796, 19814, 19829, 19830, 19845, 19876, 19878, 19903, 19943, 19958, 20036, 20040, 20118 & 20146.

³ Capitalized terms not defined in this order shall have the meaning ascribed to them in the Interim Compensation Order.

the United States Code (the "Bankruptcy Code"), Fed. R. Bankr. P. 2016 and the Amended Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members (the "Interim Compensation Order"); and it appearing that the Court has jurisdiction to consider the Applications and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and these Applications is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Applications having been given; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED that the Applications as modified on Exhibit A hereto are granted; and it is further

ORDERED that each of the Professionals is allowed in the amounts set forth in Exhibit A (i) compensation for services rendered during the Compensation Period and (ii) reimbursement for actual and necessary expenses incurred during the Compensation Period; and it is further

ORDERED that the Debtors are authorized and directed to make payment to each of the Professionals, 100% of any and all fees and 100% of any and all expenses listed in Exhibit A that have not yet been paid pursuant to the Interim Compensation Order, provided, however, that all fees and expenses paid pursuant to this order are subject to final allowance by the Court pursuant to the terms of the Interim Compensation Order; and it is further

ORDERED that the Court shall retain jurisdiction to hear and determine all matters arising from or relating to this Order.

Dated: December 17, 2008

Judith K. Fitzgerald
The Honorable Judith K. Fitzgerald
United States Bankruptcy Judge *SAT*

Exhibit A

W.R. Grace - 29th Interim (April - June 2008)
Fee and Expense Chart with Recommendations
Exhibit A

ANDERSON KILL & OLICK, P.C.					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19299	TOTAL:	\$522,325.00	\$5,879.01	\$522,325.00	\$5,735.76

DAVID T. AUSTERN					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19733	TOTAL:	\$10,850.00	\$1,099.52	\$10,850.00	\$1,099.52

BAKER DONELSON (28 th)					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19706	TOTAL:	\$69,500.00	\$153.69	\$69,500.00	\$153.69

BAKER DONELSON (29 th)					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19503	TOTAL:	\$60,000.00	\$66.75	\$60,000.00	\$66.75

BEVERIDGE & DIAMOND, P.C.					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19830	TOTAL:	\$77,219.00	\$1,458.81	\$77,219.00	\$1,458.81

BILZEN SUMBERG DUNN BAENA PRICE & AXELROD LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19536	TOTAL	\$264,790.75	\$60,536.58	\$254,061.00	\$60,161.44

BLACKSTONE ADVISORY SERVICES L.P.					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19774	TOTAL:	\$450,080.00	\$8,417.45	\$450,000.00	\$8,417.45

BMC GROUP				
Fee Application Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19903	TOTAL:	\$93,500.50	\$7,155.50	\$90,531.50
				\$7,155.50

BUCHANAN INGERSOLL & ROONEY PC				
Fee Application Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19267	TOTAL:	\$60,943.00	\$101.20	\$59,727.32
				\$101.20

CAMPBELL & LEVINE, LLC				
Fee Application Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19296	TOTAL:	\$107,278.00	\$9,519.46	\$107,278.00
				\$9,312.71

CAPLIN & DRYSDALE, CHARTERED				
Fee Application Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19301	TOTAL:	\$514,116.50	\$361,108.55	\$514,116.50
				\$359,724.08

CAPSTONE ADVISORY GROUP, LLC				
Fee Application Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19679	TOTAL:	\$213,893.00	\$983.89	\$213,893.00
				\$983.89

CASNER & EDWARDS LLP				
Fee Application Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19272	TOTAL:	\$57,638.00	\$38,097.81	\$57,638.00
				\$38,097.81

CHARTER OAK FINANCIAL CONSULTING LLC				
Fee Application Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19300	TOTAL:	\$147,959.00	\$108.00	\$147,959.00
				\$108.00

CONWAY, DEL GENIO, GRIES & CO., LLC (26 th , 27 th , 28 th and 29 th)					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19796	TOTAL:	\$100,000.00	\$304.83	\$100,000.00	\$304.83

DAY PITNEY LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19193	TOTAL:	\$61,240.50	\$395.75	\$61,240.50	\$395.75

DELOITTE TAX LLP (27 th , 28 th and 29 th)					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19958	TOTAL:	\$37,915.00	\$0.00	\$37,915.00	\$0.00

DELOITTE & TOUCHE LLP (26 th , 27 th and 28 th)					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19501	TOTAL:	\$401,856.00	\$60,287.13	\$401,695.00	\$58,006.13

DUANE MORRIS LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19583	TOTAL:	\$136,632.50	\$4,572.04	\$136,284.50	\$3,249.13

FERRY JOSEPH & PEARCE, P.A.					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19303	TOTAL:	\$76,689.00	\$6,802.66	\$76,689.00	\$6,802.66

FOLEY HOAG LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19318	TOTAL:	\$47,529.00	\$1,963.92	\$47,529.00	\$1,963.92

FRAGOMEN, DEL RAY, BERNSEN & LOEWY, LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19878	TOTAL:	\$11,850.00	\$8,743.31	\$11,850.00	\$8,743.31

HAMILTON, RABINOVITZ & ALSCHULER, INC.					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19462	TOTAL:	\$4,375.00	\$0.00	\$4,375.00	\$0.00

HILSOFT NOTIFICATIONS					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19463	TOTAL:	\$28,427.42	\$1,042.46	\$25,291.17	\$1,042.46

HOLME ROBERTS & OWEN, LLP (28 th Interim Period)					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19876	TOTAL:	\$1,372.50	\$909.84	\$1,372.50	\$909.84

KIRKLAND & ELLIS, LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19317	TOTAL:	\$5,838,105.50	\$2,737,629.13	\$5,837,573.00	\$2,735,591.33

KRAMER LEVIN NAFTALIS & FRANKEL LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19289	TOTAL:	\$240,744.75	\$11,571.63	\$240,744.75	\$11,571.63

LATHAM & WATKINS LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
20040	TOTAL:	\$39,118.00	\$0.00	\$39,118.00	\$0.00

LEGAL ANALYSIS SYSTEMS, INC.					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19298	TOTAL:	\$256,882.50	\$0.00	\$256,882.50	\$0.00

LEXECON LLC					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19173	TOTAL:	\$12,897.50	\$0.00	\$12,897.50	\$0.00

MORRISON & FOERSTER LLP (25 th)					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19549	TOTAL:	\$163,083.75	\$81,785.02	\$163,083.75	\$81,785.02

NELSON MULLINS RILEY & SCARBOROUGH, LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19829	TOTAL:	\$10,739.50	\$89.51	\$10,739.50	\$89.51

OFFICIAL COMMITTEE OF ASBESTOS PERSONAL INJURY CLAIMANTS ¹					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19295	TOTAL:	\$0.00	\$1,577.46	\$0.00	\$1,577.46

OFFICIAL COMMITTEE OF PROPERTY DAMAGE CLAIMANTS ²					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19241	TOTAL:	\$0.00	\$2,222.48	\$0.00	\$2,222.48

¹ The entire expense award is for committee member, Motley Rice, LLC.

² The entire expense award is for committee member, Marco Barbanti.

OGILVY RENAULT LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19340	TOTAL:	CDN202,910.50	CDN3,040.37	CDN200,550.50	CDN5,040.37

ORRICK, HERRINGTON & SUTCLIFFE LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19694	TOTAL:	\$1,060,594.00	\$96,239.02	\$1,060,241.50	\$96,109.01

PACHULSKI STANG ZIEHL & JONES LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19814	TOTAL:	\$164,819.00	\$116,896.26	\$164,715.00	\$116,896.26

PHILLIPS GOLDMAN & SPENCE, P.A.					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19235	TOTAL:	\$33,861.00	\$2,298.75	\$33,861.00	\$2,298.75

PIPER JAFFREY & CO.					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19693	TOTAL:	\$150,000.00	\$527.47	\$150,000.00	\$527.47

PRICEWATERHOUSECOOPERS LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19291	TOTAL:	\$327,599.66	\$5,547.36	\$327,599.66	\$5,547.36

PRICEWATERHOUSECOOPERS LLP (DAREX)					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19943	TOTAL:	\$148,991.34	\$791.22	\$148,991.34	\$791.22

REED SMITH LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19293	TOTAL:	\$758,230.50	\$32,094.17	\$758,230.50	\$31,637.92

SCOTT LAW GROUP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
20036	TOTAL:	\$7,232.50	\$2,489.64	\$7,232.50	\$2,489.64

STEPTOE & JOHNSON LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19845	TOTAL:	\$288,355.50	\$2,234.23	\$288,355.50	\$2,234.23

STROOCK & STROOCK & LAVAN LLP ³					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19386	TOTAL:	\$653,130.50	\$65,048.17	\$653,130.50	\$65,048.17

SULLIVAN HAZELTINE ALLINSON LLC					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
20118	TOTAL:	\$18,192.00	\$6,934.81	\$18,192.00	\$6,934.81

TOWERS PERRIN TILLINGHAST					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19692	TOTAL:	\$87,838.00	\$4,199.58	\$87,838.00	\$4,199.58

³ Stroock's expense request and award includes \$26,151.33 for its own expenses and \$38,896.84 for the fees and expenses of Navigant Consulting, Inc. ("Navigant"). Navigant's fees and expenses are excluded from the scope of the Fee Auditor's review, pursuant to the Court's Order Authorizing the Retention of Experts (Docket No. 564) dated June 22, 2001, and Paragraph 3 of the Order Appointing Fee Auditor in Accordance with the Court's Direction (Docket No. 1676) dated March 18, 2002.

TRE ANGELI LLC					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19734	TOTAL:	\$150,000.00	\$239.35	\$150,000.00	\$239.35

WARREN H. SMITH & ASSOCIATES, P.C. (28 th)					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19584	TOTAL:	\$52,492.00	\$23.44	\$52,492.00	\$23.44

WARREN H. SMITH & ASSOCIATES, P.C. (29 th)					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
20146	TOTAL:	\$68,094.00	\$857.89	\$68,094.00	\$857.89

WOODCOCK WASHBURN LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19394	TOTAL:	\$4,677.00	\$10.79	\$4,677.00	\$10.79